

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
Residential Capital, LLC, et. al., : Case No. 12-12020 (MG)
: :
Debtors. : Jointly Administered
: :
-----X

**ORDER GRANTING APPLICATION OF WILMINGTON TRUST,
NATIONAL ASSOCIATION, SOLELY IN ITS CAPACITY
AS INDENTURE TRUSTEE FOR THE SENIOR UNSECURED NOTES ISSUED
BY RESIDENTIAL CAPITAL, LLC, PURSUANT TO 11 U.S.C. § 107(B) AND
RULE 9018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE,
TO FILE ITS MOTION TO PROSECUTE CLAIMS AND OTHER CAUSES
OF ACTION OF THE RESIDENTIAL CAPITAL, LLC ESTATE UNDER SEAL**

Upon the application (the “Application”),¹ dated April 18, 2013, of Wilmington Trust, National Association (the “Trustee”), solely in its capacity as indenture trustee for various series of senior unsecured notes in the outstanding aggregate principal amount of approximately \$1 billion issued by Residential Capital, LLC (together with its debtor-affiliates, the “Debtors”), under that certain indenture dated as of June 24, 2005, for an order pursuant to section 107(b) of the Bankruptcy Code and Rule 9018 of the Bankruptcy Rules authorizing the Trustee to file its Motion under seal, as more fully described in the Application; and the Court having jurisdiction to consider the Application and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Trustee having provided notice of the Application to the Notice Parties and no further notice is necessary; and the legal and factual bases set forth in the Application establish just cause to

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

grant the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is granted as provided herein.
2. Pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Trustee is authorized to file the Motion and any accompanying exhibits under seal.
3. The full contents of the Motion shall not be disclosed to any parties in these cases other than: (a) the Bankruptcy Court; (b) counsel to the Debtors; (c) counsel to the Committee; (d) counsel to Ally Financial; (e) the Examiner and his counsel; (f) the United States Trustee; and (g) those parties who have executed stipulations adopting the Uniform Protective Order and have been granted access to the Examiner's Document Depository, provided that the Motion may require some redactions to be consistent with the terms of the Confidentiality Agreements; or as further directed by the Court after notice and hearing.
4. The rights of the Trustee to challenge a confidential and/or professional eyes only designation for any document filed under seal pursuant to this Order are hereby preserved.
5. Any parties receiving a sealed copy of the Motion shall treat it as Confidential as defined by the Uniform Protective Order, as applicable, so long as the Motion, or any portion thereof, remains under seal by Order of this Court.
6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: May 3, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge